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RECORDATION NO. 18075-C FILED 1425
March 26, 1993

MAR 29 1993 3:00 PM 3-088A03C

Secretary
Interstate Commerce Commission INTERSTATE COMMERCE COMMISSION
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2305

RE: Documents for Recordation MAR 29 1993 3:00 PM

Dear Ms. Lee:

INTERSTATE COMMERCE COMMISSION

I am enclosing for recording the following documents:

1. Supplement to Equipment Trust Agreement;
2. Assignment; and
3. Bill of Sale.

RECORDATION NO. 18075-E FILED 1425

MAR 29 1993 3:00 PM

INTERSTATE COMMERCE COMMISSION

The previous filings in this matter were made on 1-31/92,
1992 and included the following documents:

1. Equipment Trust Agreement - recordation number 18075;
2. Assignment - recordation number 18075-A; and
3. Bill of Sale - recordation number 18075-B.

Enclosed is our firm's check in the amount of \$48.00 to cover
the filing fee.

Very truly yours,

Richard A. Fogel
Richard A. Fogel

RAF:ps
Enclosures

Kevin James Buller Jr.
C. Decord

Interstate Commerce Commission
Washington, D.C. 20423

3/29/93

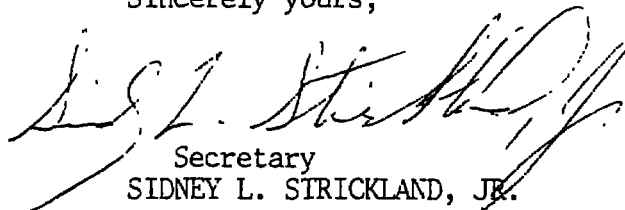
OFFICE OF THE SECRETARY

Richard A Fogel
McGlinchey Stafford Lang
2777 Stemmons Freeway
Dallas Texas 75207

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/29/93** at **3:00pm**, and assigned recordation number(s). **18075-C, 18075-D & 18075-E**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

MAR 29 1993 3:00 PM

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of March 26, 1993, (the "Supplement"), between NationsBank of Texas, N.A., a national banking association, as Trustee (the "Trustee"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

WHEREAS, the Company and the Trustee have entered into that certain Equipment Trust Agreement dated as of December 30, 1992 (the "Agreement"), which provided for the Company's sale, transfer and delivery to the Trustee of 684 units of railroad equipment described therein;

WHEREAS, the Agreement provided for title to such railroad equipment to be vested in the Trustee and leased to the Company, subject to the Existing Leases between the Company and various lessees;

WHEREAS, pursuant to the Agreement, the Company issued and sold to NationsBank Leasing Corporation of North Carolina \$35,000,000 of principal amount of Trinity Industries Leasing Company 7.65% Equipment Trust Certificates due December 30, 2002 (Series 10) (the "Trust Certificates") which amount was received by the Trustee on December 30, 1992, to be delivered by the Trustee pursuant to the Agreement to the Company to reimburse the Company for up to 80% of the Cost of the Trust Equipment;

WHEREAS, pursuant to the Trustee Bill of Sale and the Assignment dated as of December 30, 1992, 593 units of railroad equipment described in the Trustee Bill of Sale and the Assignment of the Existing Leases, were transferred to the Trustee and \$30,697,601.60 was delivered by the Trustee to the Company to reimburse the Company for up to 80% of the Cost of the Trust Equipment covered by such Trustee Bill of Sale;

WHEREAS, the remaining 91 units of railroad equipment described in the Agreement, but not conveyed by the Trustee Bill of Sale dated as of December 30, 1992, have now been delivered to the lessees under the Existing Leases and, pursuant to Section 5.02 of the Agreement, such equipment is to be included as part of the Trust Equipment by Supplement to the Agreement and such equipment is described in Exhibit "A-1" attached hereto and is subject to the Existing Leases described in Exhibit "B-1" attached hereto (the "Additional Equipment"); and

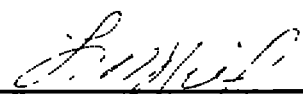
WHEREAS, in accordance with Sections 4.02 and 4.03 of the Agreement, the Company has issued its Request that the Trustee pay to the Company out of Deposited Cash the amount of \$4,302,398.40 that is not in excess of 80% of the aggregate Cost of the Trust Equipment described in Exhibit A-1 hereto.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained and other good and valuable consideration, the parties hereto hereby agree as follows:

1. Upon execution of this Supplement to the Agreement, the Company shall sell, assign and transfer to the Trustee, the Additional Equipment described in Exhibit A-1 hereto. The Company shall deliver to the Trustee a Bill of Sale and an Assignment with respect to such Additional Equipment. Upon transfer of such Additional Equipment to the Trustee (or its agent) pursuant to Sections 4.01 and 4.03 of the Agreement, the Trustee shall pay, upon Request, to the Company out of Deposited Cash the amount of \$4,302,398.40, being an amount not in excess of 80% of the aggregate Cost of such Additional Equipment transferred to the Trustee (or its agent) pursuant to this Supplement.
2. As set forth in Section 4.03 of the Agreement, the Company shall deliver the Supporting Papers to the Trustee.
3. Terms used and not otherwise defined herein shall have the respective meanings ascribed to such Terms used in the Agreement.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized, and to be duly attested by one of its authorized officers by such officer's signature, as of the day and year first written.

NATIONSBANK OF TEXAS, N.A.,
Trustee

By: 
Linda N. McNeil
Vice President

ATTEST:


Its VICE PRESIDENT

Trinity Industries Leasing Company

By:

K.W. Lewis
Senior Vice President

ATTEST:

Neil Q. Shroy
Assistant Secretary

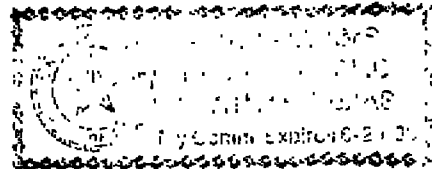
STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

On this 26th day of March, 1993, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NationsBank of Texas, N.A., a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]

Hart Williams
Signature of Notary Public

My Commission Expires: _____



STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

On this 26th day of March, 1993, before me personally appeared K.W. Lewis to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Trinity Industries Leasing Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he

acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Karen B. Leugh
Signature of Notary Public

My Commission Expires: _____

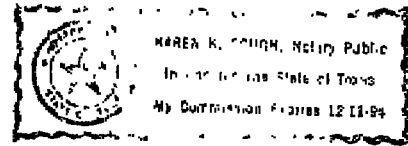


EXHIBIT A-1

QUANTITY & TYPE	CLASS	CAPACITY	INITIALED CAR NUMBERS	DATE OF EARLIEST SERVICE
46 TANK CARS	111A100V1	23,589 GAL	TILX 260750, 260752-260796	DEC 92
45 TANK CARS	111A100V1	13,818 GAL	TILX 135270-135272 135274-135281, 135283 135284, 135286, 135287 135289-135291 135293-135319	DEC 92

91
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EXHIBIT B-1

Second Closing

1. Railroad Car Lease Agreement, dated May 13, 1992, between Trinity Industries Leasing Company and MAPCO Alaska Petroleum, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
46	23,589 Gal. 111A100W1 Tank Cars	TILX 260750 260752-260796

2. Agreement, dated September 1, 1992, between Trinity Industries Leasing Company and Marsulex Inc., covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	13,818 Gal. 111A100W1 Tank Cars	TILX 135270-135272 135274-135281 135283, 135284 135286, 135287 135289-135291 135293-135319